



Order Filed on February 13, 2024
by Clerk
U.S. Bankruptcy Court
District of New Jersey

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**
Caption in compliance with D.N.J. LBR 9004-1(b)

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Counsel for Harriet Edelman, Joshua Schechter, Andrea Weiss, Sue Gove, and the Estate of Gustavo Arnal

In re:

BED BATH & BEYOND INC., *et al.*,³

Debtors.

Chapter 11

Case No. 23-13359 (VFP)

(Joint Administration Requested)

**STIPULATION AND CONSENT ORDER PERMITTING THE
ADVANCEMENT OF DEFENSE COSTS UNDER THE
DEBTORS' DIRECTORS AND OFFICERS LIABILITY INSURANCE POLICY**

The relief set forth on the following pages, numbered two (2) through five (5) is hereby

ORDERED

DATED: February 13, 2024

Honorable Vincent F. Papalia
United States Bankruptcy Judge

³ The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>. The location of Debtor Bed Bath & Beyond Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 650 Liberty Avenue, Union, New Jersey 07083.

This stipulation and consent order (the “Stipulation”) is made by and between Michael I. Goldberger as Plan Administrator (the “Plan Administrator”) for the debtors (the “Debtors”) in the above-captioned chapter 11 case, Zurich American Insurance Company (“Zurich” or the “Insurer”), and Harriet Edelman, Joshua Schechter, Andrea Weiss, Sue Gove, and the estate of Gustavo Arnal (collectively the “Insureds”), by and through their undersigned counsel, permitting the advancement of defense costs under Side A of the Directors & Officers Liability Insurance Policy No. 8702221-00 (the “D&O Policy”) issued by Zurich to debtor Bed Bath & Beyond, Inc (“BBBY”) to fund Defense Cost and other Loss (as each term is defined in the D&O Policy) incurred in connection with certain matters noticed in accordance with the D&O Policy. The Plan Administrator and Insureds stipulate, agree, and state as follows:

RECITALS

WHEREAS, the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) on April 23, 2023, in the United States Bankruptcy Court in the District of New Jersey (this “Court”);

WHEREAS, the Debtors continued to operate their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code;

WHEREAS, on July 20 & 21, 2023, the Debtors filed their Joint Plan of Reorganization (as subsequently amended, the “Plan”) ⁴ and the Disclosure Statement related thereto;

WHEREAS, on September 14, 2023, the Court entered an order approving the Disclosure Statement on final basis and confirming the Plan, and on September 29, 2023, the effective date of the Plan occurred and the Plan was consummated;

⁴ Capitalized terms not otherwise defined herein or in the D&O Policy shall have the meanings ascribed to them in the Plan.

WHEREAS, pursuant to the Plan, on the Effective Date, the Plan Administrator became the sole representative of the Wind-Down Debtors;

WHEREAS, at various times prior to April 23, 2023, Insured Parties Harriet Edelman, Joshua Schechter, Andrea Weiss, Sue Gove, and Gustavo Arnal each served as directors and/or officers of BBBY;

WHEREAS, under Side A the D&O Policy issued by Zurich to debtor BBBY to fund Defense Cost and other Loss incurred in connection with certain matters noticed in accordance with the D&O Policy as set forth in the chart below:

Insured's Name	Policy Number
Bed Bath & Beyond, Inc.	DOC 8702221-00

WHEREAS, for the policy period running from September 15, 2021 to September 2022 (the “Policy Period”), the Debtors maintained the D&O Policy issued by Zurich with an aggregate limit of liability of \$10,000,000 (the “Advancement Amount”) subject to the terms and conditions of the D&O Policy;

WHEREAS, between October 28, 2023 and November 6, 2023, Harriet Edelman, Joshua Schechter, and Andrea Weiss each received a subpoena relating to their service on the BBBY board of directors which will give rise to Defense Costs and other potential Loss which are covered under the D&O Policy;

WHEREAS, Sue Gove and Gustavo Arnal were each named as defendants in a putative securities class action relating to their service as officers of BBBY which gave rise to Defense Costs and other potential Loss which are covered under the D&O Policy;

WHEREAS, Zurich has agreed to advance the Defense Costs and other Loss of the Insureds under the D&O Policy pursuant to the D&O Policy's terms, subject to its reservation of rights and upon entry of an order of the Bankruptcy Court permitting such advancements;

WHEREAS, the Plan provides that after the Effective Date, the Plan Administrator shall not terminate or otherwise reduce the coverage under the D&O Policy in effect on the Effective Date, with respect to conduct occurring prior thereto, and all officers, directors, trustee, managers, and members of the Debtors who served in such capacity at any time before the Effective Date shall be entitled in accordance with, and subject in all respects to, the terms and conditions of any applicable D&O Policy, which shall not be altered, to the full benefits of any such D&O Policy for the full term of such D&O Policy regardless of whether such officers, directors, trustees, managers, or members remain in such position after the Effective Date; and

WHEREAS, the Stipulation shall be without prejudice to any further requests from the Insureds to advance costs and expenses from the D&O Policy in connection with any other actions or claims covered by the D&O Policy.

STIPULATION

NOW, THEREFORE, in consideration of the foregoing recitals, it is hereby stipulated, consented, and agreed to by and among the Debtors and the Insureds effective upon the Court's approval and entry of this Stipulation that:

1. To the extent the automatic stay triggered by the commencement of the Chapter 11 Case would otherwise prohibit the payment under the D&O Policy, Zurich is authorized to make payments covered by the policy or subject to the policy for Defense Costs and other Loss (as defined in the D&O Policy) incurred by the Insureds. The automatic stay is hereby lifted, to the extent applicable and necessary, to effectuate the relief granted herein.

2. Payments made by Zurich under the D&O Policy pursuant to this Stipulation shall reduce the respective limits of liability of the applicable D&O Policy and shall not be considered a violation of the automatic stay, nor shall such proceeds be considered property of the Debtors' estates.

3. This Stipulation is without prejudice to the rights of any party with respect to the D&O Policy, other than with respect to the fees and costs advancement or reimbursed pursuant to the D&O Policy.

4. Nothing in this Stipulation constitutes (a) an admission as to the validity of any claim or cause of action against any of the Insureds; (b) a waiver of the Insureds' rights to dispute any claim or cause of action under applicable law or non-bankruptcy law; or (c) a waiver of the Insureds' rights under the Plan, the Bankruptcy Code or under any other applicable law. Any payment made pursuant to the Stipulation is not intended to be and should not be construed as an admission to the validity of any claim or cause of action or a waiver of the Insureds' rights in any respect.

5. This Stipulation does not modify or alter any provision of the D&O Policy or the Plan.

6. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Stipulation shall be immediately effective and enforceable upon its entry. To the extent there is any conflict between the terms of this Stipulation and the Plan, the terms of the Plan control.

7. The Plan Administrator, Zurich, and the Insureds are authorized to take all actions necessary to effectuate the relief granted in this Stipulation.

8. This Court shall retain jurisdiction over all matters related to the implementation of this Stipulation.

Dated: February 2, 2024

**CLEARY GOTTlieb STEEN &
HAMILTON LLP**

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/s/ Robert J. Feinstein

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Counsel for the Plan Administrator

In re:
Bed Bath & Beyond Inc.
Debtor

Case No. 23-13359-VFP
Chapter 11

CERTIFICATE OF NOTICE

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The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
^	Addresses marked '^' were sent via mandatory electronic bankruptcy noticing pursuant to Fed. R. Bank. P. 9036.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Feb 16, 2024:

Recip ID	Recipient Name and Address
db	+ Bed Bath & Beyond Inc., 650 Liberty Avenue, Union, NJ 07083-8107
aty	+ Casey McGushin, 3101 Old Jacksonville Road, Springfield, IL 62704-6488
aty	+ Jacob E. Black, Kirkland and Ellis LLP., 3101 Old Jacksonville Road, Springfield, IL 62704-6488
aty	+ Max M Freedman, Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, IL 60654-5412

TOTAL: 4

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
aty	^ MEBN	Feb 14 2024 20:54:10	Charles B. Sterrett, Kirkland & Ellis, 300 North LaSalle Street, Chicago, IL 60654-5412
aty	^ MEBN	Feb 14 2024 20:54:16	Derek I. Hunter, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	Feb 14 2024 20:53:03	Emily E. Geier, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	Feb 14 2024 20:54:36	Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	Feb 14 2024 20:54:41	Michael A. Sloman, Kirkland and Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	Feb 14 2024 20:54:38	Noah Z. Sosnick, Kirkland and Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	Feb 14 2024 20:54:42	Olivia F. Acuna, Kirkland and Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643
aty	^ MEBN	Feb 14 2024 20:54:40	Richard U.S. Howell, P.C, KIRKLAND & ELLIS LLP, KIRKLAND & ELLIS INTERNATIONAL LLP, 300 North LaSalle Street, Chicago, IL 60654-5412
aty	^ MEBN	Feb 14 2024 20:54:39	Ross Fiedler, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022-4643

TOTAL: 9

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities

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in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Feb 16, 2024

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on February 14, 2024 at the address(es) listed below:

Name	Email Address
A. Jeff Ifrah	on behalf of Interested Party Federal Insurance Company jeff@ifrahlaw.com
A.J. Webb	on behalf of Creditor Select Consolidated Management LLC awebb@fbtlaw.com, awebb@ecf.courtdrive.com
Aaron Applebaum	on behalf of Creditor CR Mount Pleasant LLC aaron.applebaum@us.dlapiper.com, aaron--applebaum--3547@ecf.pacerpro.com
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Aaron R. Cahn	on behalf of Creditor The Bank of New York Mellon cahn@clm.com CourtMail@clm.com
Alan J. Brody	on behalf of Creditor JPMorgan Chase Bank N.A. brody@gtlaw.com alan-brody-2138@ecf.pacerpro.com
Alan J. Brody	on behalf of Creditor Alexander's Rego Shopping Center Inc. brody@gtlaw.com, alan-brody-2138@ecf.pacerpro.com
Alan Stuart Maza	on behalf of Interested Party Securites and Exchange Commission mazaa@sec.gov mazaa@sec.gov
Albert Anthony Ciardi, III	on behalf of Creditor The Anna Mscisz Trust aciardi@ciardilaw.com sfrizlen@ciardilaw.com;dtorres@ciardilaw.com
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Albert Anthony Ciardi, III	on behalf of Creditor Rainier Colony Place Acquisitions LLC aciardi@ciardilaw.com, sfrizlen@ciardilaw.com;dtorres@ciardilaw.com
Alexander F. Barth	on behalf of Creditor The Chen Liu and Shu Fen Lie Revocable Trust abarth@cohenseglia.com
Alexandria Nikolinos	on behalf of U.S. Trustee U.S. Trustee alexandria.nikolinos@usdoj.gov
Allen J Barkin	on behalf of Creditor LOGIXAL INC. abarkin@sbmesq.com sandyr@sbmesq.com
Allen Joseph Underwood, II	on behalf of Creditor 12535 SE 82nd AVE LLC aunderwood@litedepalma.com ajunderwood@ecf.courtdrive.com;grodriguez@litedepalma.com

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Amy Elizabeth Vulpio	on behalf of Creditor Google LLC vulpioa@whiteandwilliams.com
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Andy Winchell	on behalf of Creditor Dong Koo Kim and Jong Ok Kim Trustees of the Dong Koo Kim and Jong Ok Kim Family Trust, dated October 18, 1996 andy@winchlaw.com, awinchellecf@gmail.com;katharine@winchlaw.com;winchellar94173@notify.bestcase.com
Angela L Mastrangelo	on behalf of Interested Party Valley Square I L.P. mastrangelo@bk-legal.com, bhoffmann@bk-legal.com
Angela L Mastrangelo	on behalf of Interested Party CTC Phase II LLC mastrangelo@bk-legal.com, bhoffmann@bk-legal.com
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Arthur Abramowitz	on behalf of Other Prof. Golf & Tennis Pro Shops Inc. (d/b/a/ PGA TOUR Superstore) aabramowitz@shermansilverstein.com, jbaugh@shermansilverstein.com
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Daniel Stolz

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Daniel Stolz

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Daniel M Pereira

on behalf of Creditor Commerce Technologies LLC dpereira@stradley.com

Daniel N. Zinman

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Daniel R. Utain

on behalf of Creditor Newtown/Bucks Associates L.P. dutain@kaplaw.com, llapenna@kaplaw.com

David Edelberg

on behalf of Attorney DC USA Operating Co. LLC dedelberg@sh-law.com edelbergdr82964@notify.bestcase.com

David Edelberg

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David B Wheeler	on behalf of Creditor Dominion Energy South Carolina davidwheeler@mvalaw.com
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David H. Stein	on behalf of Creditor Levtex LLC dstein@wilentz.com, ciarkowski@wilentz.com
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David L. Bruck	on behalf of Creditor Chase Green Mountain LP bankruptcy@greenbaumlaw.com
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Tara J. Schellhorn	on behalf of Creditor Dadeland Station Associates Ltd. tschellhorn@riker.com
Thomas James Monroe	on behalf of Creditor Serota Islip NC LLC tmonroe@certilmanbalin.com
Thomas S. Onder	on behalf of Creditor Bell Tower Shops LLC tonder@stark-stark.com
Thomas S. Onder	on behalf of Creditor Gator Investments tonder@stark-stark.com
Thomas S. Onder	on behalf of Creditor Levin Management Corporation tonder@stark-stark.com
Thomas S. Onder	on behalf of Creditor North Village Associates tonder@stark-stark.com
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